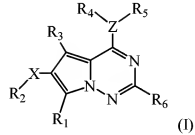
AMENDMENTS TO THE CLAIMS

This listing of claims will replace all prior versions, and listings, of claims in the application.

Listing of claims:

1. (Currently Amended) A method of treating one or more conditions associated with p38 kinase activity wherein said conditions are selected from the group consisting of inflammatory bowel disease, osteoporosis, graft vs. host rejection, psoriasis, psoriatic arthritis, traumatic arthritis, rubella arthritis, gouty arthritis and osteoarthritis, comprising administering to a patient in need thereof at least one compound having the formula (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein:

R_3 is hydrogen, methyl, perfluoromethyl, methoxy, halogen, cyano or NH_2;

X is selected from the group consisting of $-O-$, $-OC(=O)-$, $-S-$, $-S(=O)-$, $-SO_2-$, $-C(=O)-$, $-NR_{10}-$, $-NR_{10}C(=O)-$, $-NR_{10}C(=O)NR_{11}-$, $-NR_{10}CO_2-$, $-NR_{10}SO_2-$, $-NR_{10}SO_2NR_{11}-$, $-SO_2NR_{10}-$, $-C(=O)NR_{10}-$, halogen, nitro, and cyano, or X is absent;

R_1 is selected from the group consisting of hydrogen, $-CH_3$, $-OH$, $-OCH_3$, $-SH$, $-SCH_3$, $-OC(=O)R_{21}$, $-S(=O)R_{22}$, $-SO_2R_{22}$, $-SO_2NR_{24}R_{25}$, $-CO_2R_{21}$, $-C(=O)NR_{24}R_{25}$, $-NH_2$, $-NR_{24}R_{25}$, $-NR_{21}SO_2NR_{24}R_{25}$, $-NR_{21}SO_2R_{22}$, $-NR_{24}C(=O)R_{25}$, $-NR_{24}CO_2R_{25}$, $-NR_{21}C(=O)NR_{24}R_{25}$, halogen, nitro, and cyano;

R_2 is selected from the group consisting of:

a) hydrogen, provided that R_2 is not hydrogen when X is $-S(=O)-$, $-SO_2-$, $-NR_{10}CO_2-$, or $-NR_{10}SO_2-$;

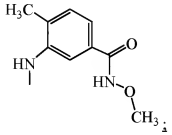
b) alkyl, alkenyl, and alkynyl optionally substituted with up to four R_{26} or pentafluoroalkyl;

c) aryl and heteroaryl optionally substituted with up to three R_{27}; and

d) heterocyclo and cycloalkyl optionally substituted with keto (=O), up to three R_{27}, and/or having a carbon-carbon bridge of 3 to 4 carbon atoms; and

e) R_2 is absent if X is halogen, nitro or cyano;

the portion $-Z(R_4)(R_5)$ is selected to be



R_6 is selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, heterocyclo, substituted heterocyclo, $-NR_7R_8$, $-OR_7$, and halogen;

R_{10} and R_{11} are each independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, cycloalkyl, substituted cycloalkyl, heterocyclo, and substituted heterocyclo;

R_7, R_8, R_{21}, R_{24}, and R_{25} are each independently selected from the group consisting of hydrogen, alkyl, substituted alkyl, aryl, substituted aryl, heterocyclo, and substituted heterocyclo;

~~R_{20} is selected from the group consisting of hydrogen, lower alkyl, and substituted alkyl, or R_{20} may be absent if the carbon atom to which it is attached together with R_4 and R_5 is part of an unsaturated bicyclic aryl or heteroaryl;~~

R_{22} is selected from the group consisting of alkyl, substituted alkyl, aryl, substituted aryl, heterocyclo, and substituted heterocyclo;

R_{26} is selected from the group consisting of halogen, trifluoromethyl, haloalkoxy, keto (=O), nitro, cyano, $-SR_{28}$, $-OR_{28}$, $-NR_{28}R_{29}$, $-NR_{28}SO_2$, $-NR_{28}SO_2R_{29}$, $-SO_2R_{28}$, $-SO_2NR_{28}R_{29}$, $-CO_2R_{28}$, $-C(=O)R_{28}$, $-C(=O)NR_{28}R_{29}$, $-OC(=O)R_{28}$, $-OC(=O)NR_{28}R_{29}$, $-NR_{28}C(=O)R_{29}$, $-NR_{28}CO_2R_{29}$, =N-OH, =N-O-alkyl; aryl

optionally substituted with one to three R_{27}; cycloalkyl optionally substituted with keto(=O), one to three R_{27}, or having a carbon-carbon bridge of 3 to 4 carbon atoms; and heterocyclo optionally substituted with keto (=O), one to three R_{27}, or having a carbon-carbon bridge of 3 to 4 carbon atoms; wherein R_{28} and R_{29} are each independently selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, aralkyl, C_{3-7}cycloalkyl, and C_{3-7}heterocycle, or may be taken together to form a C_{3-7}heterocycle; and wherein each R_{28} and R_{29} in turn is optionally substituted with up to two members selected from the group consisting of alkyl, alkenyl, halogen, haloalkyl, haloalkoxy, cyano, nitro, amino, hydroxy, alkoxy, alkylthio, phenyl, benzyl, phenyloxy, and benzyloxy; and

R_{27} is selected from the group consisting of alkyl, R_{32}, and C_{1-4}alkyl substituted with one to three R_{32}, wherein each R_{32} group is independently selected from the group consisting of halogen, haloalkyl, haloalkoxy, nitro, cyano, $-SR_{30}$, $-OR_{30}$, $-NR_{30}R_{31}$, $-NR_{30}SO_2$, $-NR_{30}SO_2R_{31}$, $-SO_2R_{30}$, $-SO_2NR_{30}R_{31}$, $-CO_2R_{30}$, $-C(=O)R_{30}$, $-C(=O)NR_{30}R_{31}$, $-OC(=O)R_{30}$, $-OC(=O)NR_{30}R_{31}$, $-NR_{30}C(=O)R_{31}$, $-NR_{30}CO_2R_{31}$, and a 3 to 7 membered carbocyclic or heterocyclic ring optionally substituted with alkyl, halogen, hydroxy, alkoxy, haloalkyl, haloalkoxy, nitro, amino, or cyano, wherein R_{30} and R_{31} are each independently selected from the group consisting of hydrogen, alkyl, alkenyl, aryl, aralkyl, C_{3-7}cycloalkyl, and heterocycle, or may be taken together to form a C_{3-7} heterocycle.

2. (Currently Amended) The method of claim 1 comprising administering to the patient at least one compound according to claim 1 wherein:

R_3 is methyl, $-CF_3$, or $-OCH_3$;

X is selected from the group consisting of $-C(=O)-$, $-NR_{10}-$, $-NR_{10}C(=O)-$, $-NR_{10}CO_2-$, $-NR_{10}SO_2-$, $-SO_2NR_{10}-$, and $-C(=O)NR_{10}-$, or X is absent;

R_2 is selected from the group consisting of hydrogen, C_{2-6}alkyl, C_{1-4}alkyl substituted with up to four R_{26}, pentafluoroalkyl, and aryl and heteroaryl wherein each of the aryl and heteroaryl may optionally be substituted with up to two of R_{27}; and

R_{10} is selected from the group consisting of hydrogen and lower alkyl;

~~R_{12} is selected from the group consisting of carbamyl, arylsulfonylamine, and ureido, each of which is optionally substituted with up to two of hydroxy, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, and aralkyl, or alkylsulfonylamine;~~

~~R_{13} at each occurrence is independently selected from the group consisting of alkyl, substituted alkyl, halo, trifluoromethoxy, trifluoromethyl, $-OR_{14}$, $-C(=O)$alkyl, $-OC(=O)$alkyl, $-NR_{15}R_{16}$, $-SR_{15}$, $-NO_2$, $-CN$, $-CO_2R_{15}$, $-CONH_2$, $-SO_2H$, $-S(=O)$alkyl, $-S(=O)$aryl, $-NHSO_2$-aryl-R_{17}, $-NHSO_2$-alkyl, $-CONHR_{17}$, and $-NHC(=O)NHR_{17}$;~~

~~R_{14} is hydrogen, alkyl, or aryl;~~

~~R_{15} is hydrogen or alkyl;~~

~~R_{16} is hydrogen, alkyl, aralkyl, or alkanoyl; and~~

~~R_{17} is hydrogen, hydroxy, alkyl, substituted alkyl, alkoxy, aryl, substituted aryl, or aralkyl.~~

3. and 4 (Canceled).

5. (Previously Presented) The method of claim 2 comprising administering to the patient at least one compound according to formula (I) or a pharmaceutically acceptable salt thereof, wherein:

R_3 is methyl or CF_3;

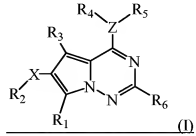
X is $-C(=O)NR_{10}-$, $-NR_{10}C(=O)-$, or $-C(=O)-$;

R_1 is hydrogen, $-CH_3$, $-OH$, $-OCH_3$, halogen, nitro, or cyano; and

R_{10} is hydrogen or lower alkyl.

6. (Currently Amended) ~~The method of claim 2, comprising administering to the patient at least one compound having the formula I wherein:~~ A method of treating one or more conditions associated with p38 kinase activity wherein said conditions are selected from the group consisting of inflammatory bowel disease, osteoporosis, graft vs. host rejection, psoriasis, psoriatic arthritis, traumatic arthritis, rubella arthritis, gouty arthritis

and osteoarthritis, comprising administering to a patient in need thereof at least one compound having the formula (I):



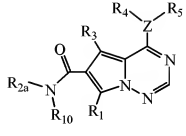
(I)

or a pharmaceutically acceptable salt thereof, wherein:

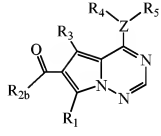
X is $-NR_{10}C(=O)-$, or $-C(=O)-$;

R_1 is selected from the group consisting of hydrogen, $-CH_3$, $-OH$, $-OCH_3$, $-SH$, $-SCH_3$, $-OC(=O)R_{21}$, $-S(=O)R_{22}$, $-SO_2R_{22}$, $-SO_2NR_{24}R_{25}$, $-CO_2R_{21}$, $-C(=O)NR_{24}R_{25}$, $-NH_2$, $-NR_{24}R_{25}$, $-NR_{21}SO_2NR_{24}R_{25}$, $-NR_{21}SO_2R_{22}$, $-NR_{24}C(=O)R_{25}$, $-NR_{24}CO_2R_{25}$, $-NR_{21}C(=O)NR_{24}R_{25}$, halogen, nitro, and cyano;

R_2 is selected from the group consisting of R_{2a} ~~$N(R_{2a})(R_{10})$~~ and R_{2b} to give compounds of formula (Ia) or (Ib):



(Ia)



(Ib)

or a pharmaceutically acceptable salt thereof, wherein:

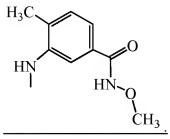
R_3 is methyl or CF_3;

R_{2a} ~~and R_{2c} are each independently~~ is selected from the group consisting of hydrogen, C_{2-6}alkyl, substituted C_{1-4}alkyl, aryl, substituted aryl, benzyl, and substituted benzyl;

R_{2b} is heterocyclo or substituted heterocycle; ~~and~~

R_{10} is hydrogen or lower alkyl[[.]]; and

the portion $-Z(R_4)(R_5)$ is selected to be



7. to 11 (Previously canceled).